

THE ISLA VISTA FOOD COOPERATIVE
Board of Directors Meeting Minutes
Wednesday, March 17, 2021 at 6:30 p.m.
Held via Zoom Videoconference

Directors Present: Lisa Oglesby (LO), Kent McClard (KM), Jillian Tempesta (JT), Lauren Coiro (LC), Jeremy Roark (JR), Janet Stich (JS)

Directors Absent: None

Staff Present: Melissa Cohen (GM)

Owners/Visitors Present: Artemesia Ashe (AA), Mark Vukevich (MV), Jess Lizardo, Zepheniah Pelzl, Rebecca Roberts, Reginald Daniels, Weixin Ding, Maddie Marcin, Ted Bascom, Alejandra Sarinana Martinez, Maia, Ricardo, Mel Kanne, plus 20+ others

Meeting start time: 6:39 pm

1. Approval of Board of Directors Meeting Agenda for March 17, 2021:

Amend “Owner Input and Announcements” to “Owner and Community Input and Announcements” and expand the time to approximately 40 minutes.

Motion to approve the Board of Directors Meeting Agenda for March 17, 2021 as amended: LO Second: KM Passed: 6-0-0

2. Owner and Community Input and Announcements: The Board received input from Owners, workers, former workers, and community members regarding concerns with current operations and governance. Twelve attendees spoke at the meeting. Additional input was provided to the Board over email.

The Board expressed thanks to all of the meeting participants who shared their thoughts and ideas.

3. Approval of February 17, 2021, Board Meeting Minutes:

Motion to approve the February 17, 2021, Board of Directors meeting minutes as presented: JT Second: LO Passed: 6-0-0

4. General Manager’s Report: Please refer to the written GM Report in the Board Packet. The meeting format for the GM report will be to answer questions about its written content. (The GM Report/Board Packet was made available electronically to participants).

GM: Thank you to those who came to speak.

FYE 20 Goals Reporting: No new updates.

HR/Staffing Updates: KM: I saw no note in the GM report about the recent firing. GM: I thought this was more appropriate for the Closed Session. The GM and Board discussed the proper reporting for “HR/Staffing”, including what is public versus confidential information to share. The GM will seek guidance and report back to the Board with the suggested best practice for reporting.

Cal-Osha Injury, Illness and Prevention Program, 2021 Update: JT: Can you expand on the 300A form reporting? GM: This form is posted in the back room. It delineates worker injuries and is required to be submitted to OSHA. This is the first time I’ve included it in the packet. JT: Injuries that are COVID related? GM: No, not COVID.

Insurance Policy Addition Update: The Board and GM discussed the pros and cons of the proposed insurance policy addition. JS: Are we assured there is no lapse coverage if we change. GM: Yes, this is just an update. LO: Feel it’s a reasonable choice to go with #2 (Split Limits). KM: Agree. It is good additional coverage for not too much more money.

Operations: COVID Updates: JT: Good that the staff are getting their vaccines. GM: I sent emails to workers about this after hearing from the County. The bigger strategy is to have a good plan to get the second vaccine as this could be a big impact across the store. LC: As far as vaccinating staff, at the Foodbank we can’t require the vaccine be taken, but we can encourage it by incentives. GM: There are opportunities to incentivize. I’d like to hear from workers about what they would like. MV: When people don’t want to do something, it’s usually a little more complex. Love the idea of incentives, but they may not increase vaccination rates. GM: My position is to be aware that many people are in different places about it. I’m most concerned about those that may feel poorly after the second shot.

Meeting participant: What does the Board outwardly share? JT: We share the minutes. The Board works through consensus and then speaks outwardly as one voice. LO: The meeting video files are quite huge. I’m working on a way to share them.

AA: Can you give a brief summary of the two (insurance) options, please? GM: The EPLI (Employment Practices Liability Coverage) protects the co-op from, for example, harassment, anti-discrimination claims, etc. An example might be anti masker issues. This is combined in our policy with D&O (Directors and Officers). These policies provide security for the co-op. We have other types of insurance as well.

National Co-Op Grocers: KM: On page 8 of the GM report, there is a comment about the direct mail coupons, however there is no data to back this up. Is this anecdotal? GM: I will share more with the Board on this when the program has been in progress longer.

Financial Updates: PPP Loan Forgiveness Plan: LO: To clarify (on page 9 of the GM Report) in piecing together the PPP and cash planning, am I correct that \$160,000 has been moved from the PPP account to the cash account? GM: The cash flow for average days does not include PPP funds.

KM: Under “FY20 Financials” in the GM report, has the first bullet point been updated? The Finance Committee thought we would move PPP funds to 2021. GM: CPA was delayed. Now the delay is over and we’re waiting for new numbers.

LO: When will the NCG Core Sets Program happen? GM: First week in April. This is a quarterly program. We can have the Merchandise Manager write up how this will be integrated into the co-op.

KM: The net income of \$352 for February is still better than what could have been expected. What are your thoughts about why this is as good as it is? Does it mean anything? GM: We have controlled expenses. Our margin came up a little bit. There were fewer costs than in January. This could now be down to about \$100 with new information.

Motion to authorize the General Manager to acquire the split limits policy for the Employment Practices Liability Insurance: LO Second: KM Passed: 6-0-0

Break: 7:50 p.m. to 8:00

5. Board Calendar

a) Finance Committee/Treasurer’s Report: KM: The FC did not meet last week, so there is no report at this time. Hopefully the FC will meet in the coming week.

b) GM Evaluation Committee Report: JS: The Board is considering having an outside entity administer the employee survey portion of the GM Evaluation this year, rather than having the Board administer it. A large number of cooperatives follow this as an evaluation protocol. The committee has been speaking with Carolee Coulter from Columinate regarding suggestions for our co-op. Columinate is a great organization that is devoted to helping cooperatives with any number of subjects, including evaluations. The Board will be discussing this in the closed session.

c) 2021 Board of Directors Election Committee Report: LO: Our search for Board candidates is ongoing. Information about running for the the IVFC Board of Directors is on social media, at the IVFC, and on local news. This year there are three open seats for election. Any active Owner is eligible to run for a seat on the Board. There is a candidate application to fill out. Please contact LO by email with any questions. We are holding our Board meetings over ZOOM until it is safe to meet in person. We currently have a well-functioning Board. We encourage all who would like to run to do so. The deadline is April 1st. AA: Not all have social media. How are we reaching out to the community to be sure they are fully informed? LO: We have limitations with in-person outreach this year due to COVID. In 2020, it was also difficult because the election outreach was at the start of the first shutdown. Usually the Board would be tabling inside the co-op, informing the Owners about cooperatives, encouraging new Ownership, and talking about Board service. We are currently leaning into our social media, eNews, and the bulletin board outside the store. There is now a poster with a QR code to scan. We also do a postcard mailing about the election. The goal for every year is to make it as accessible as possible. The real trick is that we can’t do the face-to-face that we’ve normally relied on in previous years. Last year we

extended the voting timeline because the COVID shutdown had just begun and we wanted to give Owners more time to take part in voting. This year we have been able to do increased outreach in advance of the election and will stick with the standard two-week voting window. JT: Also, at the cashiers we gave information to shoppers about the election. This year we'll be adding information to bags that are being picked up at curbside. It is also possible to call in and vote. We'll be informing Owners about this. LO: Press releases have been sent out to Daily Nexus and I've had an interview with KCSB about the election. We are open to any additional suggestions. AA: Is there an announcement on our community Board? GM: Yes. AA: Is the ZOOM link posted for Board meetings? LO: I am under the impression this is all posted and will double-check this. The ZOOM meeting link for Board meetings is always the same. Board meetings are the third Wednesday of every month at 6:30 pm.

LO: Per our bylaws, the Board also has the ability to fill a Board vacancy. The section of the Bylaws regarding this is included in the Board packet. Last year we had great candidates. One elected member had to resign. If there are currently serving Directors that do not want re-election for two years but would like to have the rest of the year vacancy, let LO know. If no one is interested, we may have an election spot for the one-year term as well. Candidate statements are due on April 1st.

d) Owner Engagement Committee Report: JT: This committee report is entwined with the Election Committee. We will be working with the Outreach Coordinator on social media to promote the election and engage Owners. Other ideas we have are sandwich boards publicizing the election as well as other ways to get involved in the co-op. We'll be working with the Election Committee as the election progresses. Any questions? AA: How many people actually vote? LO: Last year's turnout was low, but this wasn't unexpected due to COVID. Previously we had tabling inside the co-op which really helped get the Owners engaged. The way the bylaws are written is that quorum must be met to have an official election. Quorum is 5% of active Owners, which is roughly 75-80 people. There were a number of years we reached or surpassed that amount, but never have there been years that we've blown it out of the water. This is one reason we started the OEC. Numbers last year were about 4%. When there is no clear outcome via quorum, the Board looks at the vote tabulation. If a candidate got a majority of the vote, the Board will see this as the will of the voters to elect this candidate. The Board will then appoint the Director. I can look back and provide information for the past 5 years. JT: Last year there were 50 votes.

e) IVFC Bylaws: No new updates on the bylaw revision work.

f) Owner Records Filing and Policy: LO: Started reaching out to other California cooperatives to see if what we intend with this policy is in line with CA Cooperative Law. I will reach out to T. Tuttle as well. GM: Many co-ops do everything electronically. Our POS manager will reach out to other cooperatives. LO: I should have a written policy by the next meeting. GM: We are making it more efficient, even if we use the cards as well as electronic means to do this.

g) GM Hiring Planning: LO: My understanding is that GM hiring can take a number of months and so we will begin planning now. Pieces of the process need to be sorted out by the Board. I have reached out to get a sense of what is offered as far as Interim GM services so we'll know what's possible if we find ourselves in an in-between place needing an interim GM and want to use that option. I also sent retainer information to the Employment Lawyer that reviews GM employment contracts. I have list to help figure out what pieces of the process need to go first. I will be working on the best way to get all the needed information including what GM skills we're looking for, the timeline, etc. We will be gathering input from staff. We may do a series of surveys and are considering hiring Columinate to help with this process.

6. Meeting Scheduling

- a) April Board of Directors Meeting: April 21, 2021, 6:30 p.m.
- b) April Finance Committee Meeting: April 16, 2021
- c) Owner Engagement Committee Meeting: tbd
- d) GM Evaluation Committee Meeting: tbd
- e) Election Committee Meeting: red
- f) April Executive Session: tbd

LO: I am providing information into the chat as to how to contact the Board. If anyone has any follow-up questions or concerns, please contact us. JT: Any closing comments? AA: How many people on average attend the Board meetings? LO: Usually just the Board and the GM and possibly one guest. This includes the in-person Board meetings. AA: Could be a lack of outreach. LO: Appreciate this. The outreach was much more successful when we could table at the co-op. We are open to getting feed-back on outreach. AA: As cashier, I would promote it sometimes and this seemed to prompt some enthusiasm. Could use the cashiers. JT: Also using Instagram. JR: Do you think cashiers would be willing to do this outreach? AA: I feel the workers would be glad to promote it. LO: In previous years, it had been a Board suggestion to have information passed through the cashiers, while still being aware of all that the cashiers have to do to keep the line moving. I agree that the cashiers are our best ambassadors. If there is a way to make it easy to do their jobs while also promoting the values of the cooperative, that would be wonderful. AA: Could create a sign on the plexiglass at the pin pad. "Elections. Vote. Run for your Board". We could also use the "Why Join" forms. JT: I was very impressed when I saw a cashier signing up two new Owners. JR: I support a cashier sign. "Ask cashier for more information" AA: If worried about the flow, the FM can be asked to give the information. Can step outside and FM can elaborate more on the elections. LO: The GM is here and listening. I will follow up with you and the Outreach Coordinator about election promotion.

7. Closed Session:

Open Session adjourned: 8:38 p.m.

Closed Session adjourned: 10:03 p.m.

Minutes taken by Janet Stich, Corporate Secretary

Minutes approved by the Board of Directors